

**REMARKS**

In view of the above amendments and the following remarks, reconsideration and withdrawal of the rejection set forth in the Office Action of December 3, 2003 are earnestly solicited.

Claims 1 and 3-20 have been amended to more clearly define Applicants' invention. Claims 1-20 remain pending in the application.

Claims 1-20 are directed to generation of electronic chattel paper agreements. As noted at page 2 of the specification, chattel paper comprises written instruments identifying a monetary obligation and a security interest in or a lease of specific goods (e.g. automotive vehicles). As such, Claims 1-20 are clearly distinguishable over any teaching of the Rowney reference, which is directed to secure transmission of payment authorization requests.

Additionally, with respect to Claims 1-15, Rowney does not teach, claim or even suggest use of an input device to electronically receive signatures of parties to a chattel paper transaction.

Still further, with respect to Claims 3, 4, 10—15 and 18, Rowney does not teach, claim or even suggest utilization of a chattel paper template with which chattel paper information received from the input device is merged.

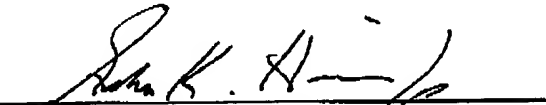
Claims 1—20 are believed to be in condition for allowance, early acknowledgment of which is earnestly solicited.

Respectfully submitted,

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By:



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